

KELLER BENVENUTTI KIM LLP  
Tobias S. Keller (#151445)  
(tkeller@kbbkllp.com)  
Peter J. Benvenutti (#60566)  
(pbenvenutti@kbbkllp.com)  
Jane Kim (#298192)  
(jkim@kbbkllp.com)  
650 California Street, Suite 1900  
San Francisco, CA 94108  
Tel: 415 496 6723  
Fax: 650 636 9251

*Attorneys for Debtors and Reorganized Debtors*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS  
IN SUPPORT OF REORGANIZED  
DEBTORS' SIXTY-FOURTH OMNIBUS  
OBJECTION TO CLAIMS (NO LIABILITY  
CLAIMS)**

**Response Deadline:  
March 24, 2021, 4:00 p.m. (PT)**

**Hearing Information If Timely Response Made:**

Date: April 7, 2021

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)

United States Bankruptcy Court

Courtroom 17, 16th Floor

San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby  
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,  
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP (“**AlixPartners**”), which is  
5 an affiliate of both AlixPartners, LLC and AP Services, LLC (“**APS**”). APS was previously retained to  
6 provide interim management services to Pacific Gas and Electric Corporation and Pacific Gas and  
7 Electric Company, as debtors and reorganized debtors (collectively, the “**Debtors**,” or, as reorganized  
8 pursuant to the Plan, the “**Reorganized Debtors**”) in the above-captioned chapter 11 cases (the  
9 “**Chapter 11 Cases**”). I submit this Declaration in support of the *Reorganized Debtors’ Sixty-Fourth*  
10 *Omnibus Objection to Claims (No Liability Claims)* (the “**Omnibus Objection**”),<sup>1</sup> filed  
11 contemporaneously herewith.

12 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management  
13 component of AlixPartners’ assignment to assist the Reorganized Debtors with various matters related  
14 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination  
15 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,  
16 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with  
17 respect to Securities Claims. I am generally familiar with the Reorganized Debtors’ day-to-day  
18 operations, financing arrangements, business affairs, and books and records. Except as otherwise  
19 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the  
20 knowledge of other AlixPartners professionals working under and alongside me on this matter, my  
21 discussions with the Reorganized Debtors’ personnel, the Reorganized Debtors’ various other advisors  
22 and counsel, and my review of relevant documents and information prepared by the Reorganized  
23 Debtors. If called upon to testify, I would testify competently to the facts set forth in this Declaration. I  
24 am authorized to submit this declaration on behalf of the Reorganized Debtors.

25 3. The AlixPartners team under my supervision has been actively and intimately involved  
26 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.

27 \_\_\_\_\_  
28 <sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in  
the Omnibus Objection.

1 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the  
2 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process  
3 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity  
4 of filed claims based on those schedules and books and records. AlixPartners has developed and  
5 maintains a claims reconciliation database and various data management applications that are used by  
6 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not  
7 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now  
8 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to  
9 resolve disputed claims, including by formal objections as necessary.

10 4. As part of the claims review and reconciliation process described above, the AlixPartners  
11 team, working with the Reorganized Debtors' personnel and other professionals, has identified a number  
12 of filed Proofs of Claim for which the Reorganized Debtors are not liable. If not disallowed and/or  
13 expunged, these Proofs of Claim potentially could allow the applicable claimants to receive recoveries  
14 to which they are not entitled.

15 5. The Omnibus Objection is directed to some of those Proofs of Claim—those specifically  
16 identified in Exhibit 1 to the Omnibus Objection, in the column headed "Claims To Be Disallowed  
17 and/or Expunged," and referred to in the Omnibus Objection as "No Liability Claims." Exhibit 1 to the  
18 Omnibus Objection was prepared by the AlixPartners team under my overall supervision, and I am  
19 familiar with both documents, their contents, and the process under which they were prepared.

20 6. The No Liability Claims are either:

- 21 a. "Protective Claims." These are proofs of claim that assert protective, unliquidated  
22 claims potentially owing post-petition. The Reorganized Debtors have reviewed their  
23 books and records and have determined that they have no known liability as of the  
24 Petition Date with respect to the Protective Claims. Approval of the relief requested  
25 herein will not prejudice the holders of any of the Protective Claims because (a) the  
26 Claimants retain all non-bankruptcy remedies that would have existed had these  
27 Chapter 11 Cases not been filed and (b) the Debtors commit that they will not raise  
28 any bankruptcy defenses to future assertion of claims based on the alleged post-

1 petition failure of the Reorganized Debtors to perform or honor their obligations  
2 relating to such claims.

3 Further, with respect to Claim 64104 (filed by the United States on behalf of its  
4 Nuclear Regulatory Commission), for the avoidance of doubt, nothing herein shall  
5 modify the Plan or the Confirmation Order [Docket No. 8053], including without  
6 limitation paragraph 67(b) of the Confirmation Order, which provides that all  
7 Environmental Claims held by any Governmental Unit (as defined therein) and  
8 Environmental Performance Obligations to any Governmental Unit shall survive the  
9 Chapter 11 Cases as if they had not been commenced and be determined in the  
10 ordinary course of business, including in the manner and by the administrative or  
11 judicial tribunals in which such Environmental Claims or Environmental  
12 Performance Obligations would have been resolved or adjudicated if the Chapter 11  
13 Cases had not been commenced; provided, that nothing in the Confirmation Order,  
14 the Plan, or the Plan Documents shall alter any legal or equitable rights or defenses  
15 of the Debtors or the Reorganized Debtors under non-bankruptcy law with respect to  
16 any such Environmental Claims or Environmental Performance Obligations. For the  
17 avoidance of doubt, the Debtors and the Reorganized Debtors shall not raise the  
18 discharge injunction as a defense to the Environmental Claims or Environmental  
19 Performance Obligations.

20 b. “Untimely No Liability Claims.” These Proofs of Claims provide no supporting  
21 documentation to enable the Reorganized Debtors to understand the purported basis  
22 for liability and, after reviewing their books and records, the Reorganized Debtors are  
23 unable to determine any liability or basis for the asserted Claims. In addition, as  
24 indicated by the dates identified in the column headed “Date Filed” on **Exhibit 1**,  
25 each of the Untimely No Liability Claims was filed well after the General Bar Date  
26 (with no applicable exception under the Bar Date Order that may render such Claim  
27 timely) and none of the Claimants have sought or obtained relief from the Court  
28 pursuant to Rule 9006 of the Bankruptcy Rules to file a late Proof of Claim.

1 Accordingly, in addition to the Debtors not being liable for the amounts sought, the  
2 Untimely No Liability Claims should be disallowed and/or expunged as untimely as  
3 well.

4 7. Based on AlixPartners' review of the Reorganized Debtors' books and records and my  
5 team's consultations with the Reorganized Debtors' personnel, each of the No Liability Claims identified  
6 on **Exhibit 1** represents a Proof of Claim for which the Reorganized Debtors do not have any liability.

7 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and  
8 correct to the best of my knowledge, information, and belief. Executed this twenty-fifth day of February,  
9 2021, in Dallas, Texas.

10 /s/ Robb McWilliams  
11 Robb McWilliams  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28